

UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF NEW YORK

_____)	Civil Action No. 1:18-cv-02922 (AMD)
In re FOOT LOCKER, INC. SHAREHOLDER)	
DERIVATIVE LITIGATION)	NOTICE OF VOLUNTARY DISMISSAL
_____)	WITHOUT PREJUDICE PURSUANT TO FRCP
)	RULE 41
This Document Relates To:)	
)	
ALL ACTIONS)	
_____)	

Pursuant to Rules 23.1(c) and 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure, Plaintiffs The Vladimir Gusinsky Revocable Trust and Gregory Smith ("Plaintiffs"), defendants (the "Individual Defendants"), and Nominal Defendant Foot Locker, Inc. ("Foot Locker" or the "Company," and, with the Individual Defendants, "Defendants"),¹ by and through their undersigned counsel, submit this stipulation and [proposed] order to voluntarily dismiss the above-captioned action without prejudice and state as follows:

WHEREAS, on May 16, 2018 and November 20, 2018 Plaintiffs filed their respective shareholder derivative complaints on behalf of Foot Locker alleging claims for breach of fiduciary duty;

WHEREAS, those actions were consolidated by order of the Court on March 14, 2019;

WHEREAS, a related securities fraud class action asserting federal claims arising from facts common to the Action and captioned *City of Warren Police and Fire Retirement System v. Foot Locker, Inc., et al*, No. 1:18-cv-1492-AMD-SJB was pending in the United States District Court for the Eastern District of New York (the "Securities Action");

¹ Plaintiffs and Defendants are collectively referred to herein as the "Parties."

WHEREAS, on August 21, 2018 the Court entered an order granting the Parties' stipulation to stay this Action pending entry of an order on defendants' motion to dismiss the Securities Action;

WHEREAS, on September 30, 2019, an order granting defendants' motion to dismiss was entered in the Securities Action and the Securities Action was dismissed with prejudice on October 31, 2019;

WHEREAS, Plaintiffs now wish to voluntarily dismiss this Action without prejudice, with each party to bear their own costs and fees, and Defendants do not oppose such a dismissal; and

WHEREAS, the Parties respectfully submit that notice of said dismissal is unnecessary to protect the interests of Foot Locker and its shareholders for the following reasons: (i) Plaintiffs seek dismissal without prejudice; (ii) there has been no settlement or compromise between the Parties nor attempts to seek such; (iii) there has been no collusion among the Parties; (iv) neither Plaintiffs nor their counsel has received nor will receive any consideration from Defendants for the dismissal; and (v) no prior notice has been issued to shareholders in connection with this Action;

NOW, THEREFORE, IT IS HEREBY STIPULATED AND AGREED by the Parties, through their undersigned counsel, pursuant to Rules 23.1(c) and 41(a)(1)(A)(ii) of the Federal Rules of Civil Procedure and subject to Court approval, as follows:

1. This Action is dismissed in its entirety without prejudice.
2. Each party shall bear its own costs, fees, and expenses, including attorneys' fees.
3. For the reasons noted above, notice of this dismissal is not required.

IT IS SO STIPULATED this 2nd day of December, 2019.



Susan L. Saltzstein

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MEAGHER & FLOM LLP**

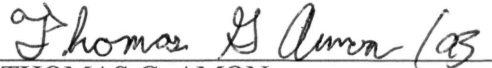
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Counsel for Gregory Smith

SO ORDERED:

DATED: _____

THE HONORABLE ANN M. DONNELLY
UNITED STATES DISTRICT JUDGE